

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

FOOTBRIDGE LIMITED TRUST AND OHP  
OPPORTUNITY LIMITED TRUST,

Plaintiffs,

-against-

COUNTRYWIDE HOME LOANS, INC.,  
COUNTRYWIDE HOME LOANS  
SERVICING LP, COUNTRYWIDE  
FINANCIAL CORP., COUNTRYWIDE  
SECURITIES CORP., CWABS, INC.,  
CWABS ASSET-BACKED CERTIFICATES  
TRUST 2006-SPS1, CWABS ASSET-  
BACKED CERTIFICATES TRUST 2006-  
SPS2, ANGELO R. MOZILO, DAVID  
SAMBOL, BANK OF AMERICA CORP.  
AND BAC HOME LOANS SERVICING, LP,

Defendants.

09 CIV 4050 (PKC)  
ECF CASE


**DECLARATION OF DAVID D.  
BURNETT IN SUPPORT OF  
PLAINTIFFS' OPPOSITION TO  
DEFENDANTS' MOTIONS TO  
DISMISS THE SECOND AMENDED  
COMPLAINT**

I, DAVID D. BURNETT, declare under penalty of perjury and pursuant to 28 U.S.C. §  
1746 that the following is true and correct:

1. I am a member of the bar of the State of New York and an attorney at the  
firm of Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for Plaintiffs Footbridge  
Limited Trust and OHP Opportunity Limited Trust in the above-captioned action.
2. I submit this Affirmation in support of Plaintiffs' Memorandum of Law in  
Opposition to Defendants' Motions to Dismiss the Second Amended Complaint and to transmit  
true and correct copies of the following documents:

<u>Exhibit Letter</u>	<u>Description</u>
A	Plaintiffs' Second Amended Complaint ("SAC")
B	<i>S.E.C. v. Mozilo</i> , CV 09-03994 (VBF) (C.D. Cal. June 4, 2009) (complaint)
C	<i>People of the State of California v. Countrywide Financial Corp.</i> , No. LC081846 (Cal. Super. Ct. July 17, 2008) (first amended complaint)
D	<i>People of the State of Illinois v. Countrywide Financial Corp.</i> , No. 08CH22994 (Ill. Cir. Ct. Chancery Div. June 25, 2008) (complaint)
E	<i>Lone Star Fund V (U.S.), L.P. v. Barclays Bank PLC</i> , No. 08-11038 (5th Cir. 2008) (docket)
F	Bank of America press release, "Bank of America Agrees to Purchase Countrywide Financial Corporation," Jan. 11, 2008
G	<i>Argent Classic Convertible Arbitrage Fund L.P. v. Countrywide Fin. Corp.</i> , No. CV 07-07097 MRP (MANx) (C.D. Cal. Jan. 6, 2009) (Bank of America motion to dismiss)
H	Countrywide Financial Form 10-K for the fiscal year ended December 31, 2004
I	Countrywide Financial Form 10-K for the fiscal year ended December 31, 2005
J	Countrywide Financial Form 10-K for the fiscal year ended December 31, 2006

Dated: New York, New York  
October 28, 2009



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David D. Burnett